

**MLP GROUP S.A.**  
ORDINARY GENERAL MEETING  
CONVENED FOR JUNE 26, 2014

FORM OF POWER OF ATTORNEY

I/we, undersigned, (We, the undersigned)

Name and surname.....

Company.....

Position.....

Address.....

and

Name and surname.....

Company.....

Position.....

Address.....

declare that ..... (name and surname/business name of the shareholder) (the "**Shareholder**") holds ..... (number) common bearer shares of MLP GROUP S.A. with its registered office in Pruszków (the "**Company**") and I/we hereby authorise:

Mr/Ms ....., possessing passport/identity card/another official document .....,

or

.....(entity name), with its registered office in .....and address .....,

to represent the Shareholder at the Ordinary General Meeting of the Company, convened for June 26, 2014 at 11.00 a.m. in Pruszków in Hotel ComfortBiznes, at ul. B.Prusa 1, (the "**Ordinary General Meeting**"), and in particular to participate and take vote at the Ordinary General Meeting, to sign the attendance list and to vote on behalf of the Shareholder in compliance with the instructions on the manner of voting contained below / at the proxy's discretion<sup>1</sup>.

\_\_\_\_\_  
(signature)

Place: .....

Date: .....

\_\_\_\_\_  
(signature)

Date: .....

Date: .....

\_\_\_\_\_  
<sup>1</sup> delete as appropriate

## **IMPORTANT INFORMATION:**

### **Identification of the Shareholder**

For the purpose of the identification of the Shareholder granting this power of attorney, the following should be enclosed hereto:

- 1) in case of a shareholder being a natural person, a copy of the identity card, passport or another official document confirming the identity of the shareholder, or
- 2) in case of a shareholder other than a natural person - a copy of the excerpt from a relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the Shareholder at the Ordinary General Meeting (e.g. uninterrupted chain of powers of attorney).

In the event of doubts about authenticity of the copies of the above-mentioned documents, the Company's Management Board reserves its right to require that the proxy presents the following at the time of preparation of the attendance list:

- 1) in case of a shareholder being a natural persons, a copy, certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of an identity card, passport or another official document confirming the identity of the shareholder, or
- 2) in case of a shareholder other than a natural person, the original or a copy certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of the excerpt from a relevant register or another document confirming the authorisation of the natural person (or natural persons) to represent the proxy at the Ordinary General meeting (e.g. uninterrupted chain of powers of attorney).

### **Identification of the proxy**

For the purpose of identifying the proxy, the Company's Management Board reserves its right to require that the proxy presents the following at the time of preparation of the attendance list:

- 1) in case of a proxy being a natural person, the identity card, passport or another official document confirming the identity of the shareholder, or
- 2) in case of a proxy other than a natural person, the original or a copy certified for conformity with the original by a notary public or another entity authorised to certify conformity with the original, of the excerpt from a relevant register or another document confirming the authorisation of the natural person (natural persons) to represent the proxy at the Ordinary General meeting (e.g. uninterrupted chain of powers of attorney).

**PLEASE NOTE THAT IN THE EVENT OF ANY DISCREPANCY BETWEEN THE DATA OF THE SHAREHOLDER INDICATED IN THE POWER OF ATTORNEY AND THE DATA PROVIDED ON THE LIST OF SHAREHOLDERS, PREPARED ON THE BASIS OF THE LIST RECEIVED FROM THE ENTITY MAINTAINING THE SECURITIES DEPOSITORY (KRAJOWY DEPOZYT PAPIERÓW WARTOŚCIOWYCH S.A.) AND PROVIDED TO THE COMPANY IN COMPLIANCE WITH ARTICLE 406<sup>3</sup> OF THE CODE OF COMMERCIAL COMPANIES AND PARTNERSHIPS, THE SHAREHOLDER MAY NOT BE ALLOWED TO PARTICIPATE IN THE ORDINARY GENERAL MEETING.**

**PLEASE NOTE THAT THE COMPANY DOES NOT IMPOSE AN OBLIGATION TO GRANT POWERS OF ATTORNEY ON THE ABOVE-MENTIONED FORM.**

## **RESERVATIONS**

1. This form is not aimed to verify the manner of voting by the proxy on behalf of the shareholder.
2. This form does not substitute the power of attorney granted to the proxy by the shareholder.
3. The use of the form made available by the Company is not obligatory for the shareholder and is no condition of voting through the proxy present at the Ordinary General Meeting.
4. Using the form is the shareholder's right and not an obligation. It depends on the shareholder's decision how its proxy will exercise the right to vote.

## FORM ALLOWING TO EXERCISE THE RIGHT TO VOTE THROUGH A PROXY

This form constitutes auxiliary material for the exercise of the right to vote by ..... (name and surname/ business name of the proxy) authorised to represent ..... (name and surname of the shareholder) (the "**Shareholder**") at the Ordinary General Meeting of MLP GROUP Spółka Akcyjna, convened for June 26, 2014 at 11.00 a.m., at Pruszków at Hotel ComfortBiznes, at ul. B/Prusa 1, on the basis of the power of attorney granted on ..... (date).

### POINT 2 OF THE AGENDA - ELECTION OF THE CHAIRMAN OF THE GENERAL MEETING OF THE COMPANY

<input type="checkbox"/> For  Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection  Number of shares: _____	<input type="checkbox"/> I abstain  Number of shares: _____	<input type="checkbox"/> at the proxy's discretion  Number of shares:: _____
<input type="checkbox"/> Other:			

### POINT 4 OF THE AGENDA – ADOPTION OF THE AGENDA OF THE GENERAL MEETING

<input type="checkbox"/> For  Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection  Number of shares: _____	<input type="checkbox"/> I abstain  Number of shares: _____	<input type="checkbox"/> at the proxy's discretion  Number of shares:: _____
<input type="checkbox"/> Other:			

### POINT 5 OF THE AGENDA – ADOPTION OF A RESOLUTION ON EXAMINATION AND APPROVAL OF THE MANAGEMENT BOARD'S REPORT ON OPERATIONS COMPANY'S ACTIVITIES IN THE YEAR 2013, THE COMPANY'S FINANCIAL STATEMENT FOR 2013, THE AND MLP GROUP'S CONSOLIDATED FINANCIAL STATEMENTS

<input type="checkbox"/> For  Number of shares: _____	<input type="checkbox"/> Against <input type="checkbox"/> Objection  Number of shares: _____	<input type="checkbox"/> I abstain  Number of shares: _____	<input type="checkbox"/> at the proxy's discretion  Number of shares:: _____
<input type="checkbox"/> Other:			

**POINT 6 OF THE AGENDA – ADOPTION OF A RESOLUTION ON COVERING THE LOSS INCURRED BY THE COMPANY IN THE FINANCIAL YEAR 2013**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares:: _____
<input type="checkbox"/> Other:			

**POINT 7 OF THE AGENDA – ADOPTION OF A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES BY MEMBERS OF THE MANAGEMENT BOARD IN THE FINANCIAL YEAR 2013**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares:: _____
<input type="checkbox"/> Other:			

**POINT 8 OF THE AGENDA – ADOPTION OF A RESOLUTION ON ACKNOWLEDGEMENT OF THE FULFILMENT OF DUTIES BY MEMBERS OF THE SUPERVISORY BOARD IN THE FINANCIAL YEAR 2013**

<input type="checkbox"/> For	<input type="checkbox"/> Against <input type="checkbox"/> Objection	<input type="checkbox"/> I abstain	<input type="checkbox"/> at the proxy's discretion
Number of shares: _____	Number of shares: _____	Number of shares: _____	Number of shares:: _____
<input type="checkbox"/> Other:			

On behalf of the Shareholder:

\_\_\_\_\_  
 (signature)  
 Town/City: .....  
 Date: .....

\_\_\_\_\_  
 (signature)  
 Town/City: .....  
 Date: .....

**CLARIFICATIONS**

Shareholders are requested to give instructions by putting an "X" in the relevant field. In the event of ticking the "other" field, shareholders are requested to define in detail their instructions on the exercising of the right to vote through the proxy in this field.

In the event that the shareholder makes a decision to vote in a different manner from the shares which the shareholder holds, the shareholder should indicate in the relevant field the number of shares from which the proxy should vote "for", "against" or "abstain" from voting. In the event that the shareholder does not indicate the number of shares, it is deemed that the proxy is authorised to vote in the indicated manner from all shares held by the shareholder.

Drafts of the resolutions, the adoption of which is planned in particular points of the agenda were made available on the Company's website in the "Investor Relations" section".

Please note that drafts of resolutions made available together with the resolution on convening the Ordinary General Meeting may differ from drafts of resolutions submitted to vote at the Ordinary General Meeting. For the avoidance of doubt about the manner of voting by the proxy in such case, we recommend defining in the "other" field how the proxy should proceed in such situation.